

The Honorable Karen A. Overstreet
Chapter 11
Hearing Location: 700 Stewart St., Rm.
7206

Hearing Date: February 12, 2010
Hearing Time: 9:30 a.m.
Response Date: February 5, 2010

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF WASHINGTON
AT SEATTLE**

In re

Case No. 10-10209

QL2 SOFTWARE, Inc.
316 Occidental Ave, S, Ste. 410
Seattle, WA 98104

Debtor.

APPLICATION FOR AUTHORITY TO
EMPLOY KARR TUTTLE CAMPBELL AS
BANKRUPTCY COUNSEL

The application of QL2 Software, Inc. ("Debtor"), debtor-in-possession herein, respectfully represents:

1. Debtor, as debtor-in-possession, wishes to employ Karr Tuttle Campbell, attorneys duly admitted to practice in the State of Washington and in the United States District Court for the Western District of Washington, to represent it in the above-captioned bankruptcy.

2. On January 20, 2010, Debtor received conditional authority to employ Karr Tuttle Campbell as Bankruptcy Counsel in the above-captioned bankruptcy subject to final approval after notice and hearing with its compensation subject to further order of the Bankruptcy Court.

3. Debtor has selected Karr Tuttle Campbell for the reason that they have considerable experience in matters of this character and are well qualified to represent it.

4. The professional services to be rendered by Karr Tuttle Campbell include:

APPLICATION FOR AUTHORITY TO EMPLOY
KARR TUTTLE CAMPBELL AS BANKRUPTCY COUNSEL - 1

Law Offices
KARR TUTTLE CAMPBELL
A Professional Service Corporation
1201 Third Avenue, Suite 2900, Seattle, Washington 98101-3028
Telephone (206) 723-1133, Facsimile (206) 682-7100

- 1 a. to give debtor-in-possession legal advice with respect to its powers and
2 duties as debtor-in-possession in the continued operation of its business and management of its
3 property;
- 4 b. to take necessary action to avoid any liens subject to debtor-in-
5 possession's avoiding powers;
- 6 c. to prepare on behalf of debtor as debtor-in-possession all necessary
7 applications, answers, orders, reports, and other legal papers;
- 8 d. to perform any and all other legal services for debtor as debtor-in-
9 possession which may be necessary herein.

10 5. It is necessary and essential that the Debtor employ Karr Tuttle Campbell under a
11 general retainer based on time and billable charges. A general retainer is necessary because of
12 the extensive legal services required for this estate.

13 6. Pre-petition the firm received a retainer of \$65,000 from the Debtor, of which
14 \$12,158.50 was applied against invoices for services and expenses incurred prior to Debtor's
15 bankruptcy filing. There remains a retainer in trust therefore of \$52,841.50, which funds will
16 remain in trust until approved by the court for disbursement after notice and hearing.

17 7. Karr Tuttle Campbell represents no other entity in connection with this case, is
18 not a creditor of this estate, and is disinterested as that term is defined in 11 U.S.C. § 101(14),
19 and represents or holds no interest adverse to the interest of the estate with respect to the matters
20 on which it is to be employed.

Based upon the foregoing, the Debtor respectfully requests that the Court enter an order confirming the interim order granting the Debtor authority to employ Karr Tuttle Campbell as bankruptcy counsel.

DATED this 20th day of January 2010.

/s/ Diana K. Carey

By _____
Diana K. Carey, WSBA #16239
George Treperinas, WSBA # 15434
KARR TUTTLE CAMPBELL
Attorneys for QL2 Software, Inc., Debtor-
In-Possession